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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

T BROWN JAN - 9 2002

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
PAYDIRT USA, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, at the annual meeting of shareholders on December 28, 2001 all of the directors were present and a quorum of shareholders of Paydirt USA, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions:

- RESOLVED: That the authorized capital stock of the Corporation should be changed to fifty million (50,000,000) common shares, \$0.01 par value per share.
- RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.
- RESOLVED: That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in authorized capital of the Corporation.

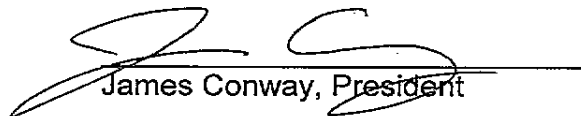
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

NOW, THEREFORE, in accordance with the foregoing resolutions, Article III of the Corporation's Articles of Incorporation is deleted in its entirety and the following inserted in its place:

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue fifty million (50,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 28 day of December, 2001.


James Conway, President